Made Now 24050

THE STATE OF TEXAS S

COUNTY OF SAN PATRICIO S

#### SPECIAL WARRANTY DEED

KNOW ALL MEN BY THESE PRESENTS that, Poda Management Est., Trustee, a Licchtenstein corporation (nereinafter called "Grantor"), acting herein by and through its hereunto duly authorized agent and attorney in fact, for and in consideration of the sum of Ten and No/100 Dollars (\$10.00) cash and other good and valuable consideration in hand paid by American Energy Leasing, Inc., a Delaware corporation thereinafter called "Grantee"), whose mailing address is % The Corporation Trust Company, No 100 West Tenth Street, Wilmington, Delaware 19801, the receipt and sufficiency of which are hereby acknowledged and confessed, and the further consideration of the promise to pay by Grantee the sum of Twelve Million and No/160 Dollars (\$12,000,000.00), as evidenced by Grantee's Promissory Note (the "Note") of even date herewith, in the principal sum of Twelve Million and No/100 Pollars (\$12,000,000.00), together with interest on the declining balance of principal at the rate of nine percent (9 %) per annum, the Note being payable as follows: interest only for the first three (3) years, with the three (3) annual, interest installments being due and payable on October 4, 1984, October 4, 1985, and October 4, 1986, respectively, and thereafter the Note is payable in six (6) equal, annual installments of principal, the first of which principal installments shall be due and payable on October 4, 1987, together with accrued interest, and the remaining five (5) annual, principal installments shall be due and payable, together with accrued interest, on October 4, 1988, October 4, 1989, October 4, 1990, October 4, 1991 and October 4, 1992, respectively; the Note also providing for all past due principal and interest to bear interest at the rate of ten percent (10 %) per annum and with provision for acceleration of maturity and for reasonable attorney's fees and collection costs not to exceed ten percent (10 %) of the unpaid principal and accrued interest in the event the Note is collected through the probate, hankruptey or other court or is placed in the hands of an attorney for collection. reference being here made to the Note for a more particular description of its terms and provisions, which Note is secured in its payment by a vendor's lien bereinafter retained. and further secured by a Deed of Trust And Security Agreement of even date herewith. executed by Grantee to Duane R. Egeland, Trustee, upon the herein conveyed real, personal and/or mixed property, reference being here made to said Deed of Trust And Security Agreement for a more particular description of its terms and provisions, has

GRANTED, SOLD and CONVEYED, and by these presents does hereby GRANT, SELL and CONVEY unto Grantee all of the land and interests in land located in San Patricio County, Texas, described in the Exhibit "A," attached hereto, uncorporated herein and made a part hereof for all purposes, together with all and singular, the improvements and/or other property (real, personal and/or mixed) located thereon, including, without limitation, all buildings; control room; Laboratory; warehouse and maintenance office; a truck terminal building with shop and offices; two (2) atmospheric crude distillation units of 12,000 and 30,000 barrels per day capacity, respectively; two (2) naphtha stabilization units of 10,000 and 15,000 barrels per day capacity, respectively; a 20,000 barrels per day vacuum distillation unit; two (2) 10,300 pounds per hour gas-fired boilers; thirty-one (31) storage tanks with a combined capacity of 1,179,250 barrels; two (2) truck loading racks; a firehouse (and all fire-fighting equipment located therein and/or used, or useable, in connection with the extinguishment of fires); and any and all plumbing, heating, electrical, cooling and/or other equipment, pipes, pipelines, valves, hoses, ladders, compressors, beakers, pumps, and any and all fixtures, personal property, or equipment of every type, kind and character situated upon, through or under the land described in the Exhibit "A," attached hereto, incorporated herein and made a part hereof for all purposes.

TO HAVE AND TO HOLD the above described property, real, personal and/or mixed, together with all and singular the rights, easements and appurtenances thereto in anywise belonging, unto Grantee, its successors and assigns forever; and Grantor does hereby bind itself, its successors and assigns to warrant and forever defend all and singular the above described property, real, personal and/or mixed, unto Grantee, its successors and assigns against every person whomsoever lawfully claiming or to claim the same or any part thereof, by, through and under Grantor only and no further.

This conveyance is made and accepted, however, subject to the rights and interests of third parties (to the extent the same are validly existing and affect the above described property, real, personal and/or mixed) as described in the Exhibit "B," attached hereto, incorporated herein and made a part hereof for all purposes.

It is further expressly agreed and stipulated that a vendor's lien is hereby reserved and retained against the above described property, roal, personal and/or mixed, until the Note and all interest thereon is fully paid, according to its face, tenor, effect and reading, when this Special Warranty Deed shall become absolute.

IN TESTIMONY WHEREOF, this instrument is executed on the 4th day of October, 1983.

PODA MANAGEMENT EST., TRUSTEE

Herbert R. Towning, its

THE STATE OF TEXAS \$
COUNTY OF HARRIS \$

This instrument was acknowledged before me on the 4th day of October, 1983, by Herbert R. Towning, agent and attorney-in-fact of Poda Management Est., a Liechtenstein corporation, on behalf of said corporation and in the capacity therein stated.

Notary Public In And For The State Of TEXAS

# EXHIBIT "A"

SPECIAL WARRANTY DEED FROM PODA MANAGEMENT, EST., TRUSTEE TO AMERICAN ENERGY LEASING, INC.

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#### Tract (a)

Being 93.717 acres out of Block "N", Block "II", and Block "JJ", BURTON AND DANFORTH SUBDIVISION, San Patricio County, Texas, and being more particularly described as follows:

BEGINNING at the point of intersection of the easterly right-of-way of Farm Road No. 2725 with the southerly right-of-way of Bishop Road for the most northwesterly corner and POINT OF BEGINNING of this tract;

THENCE along said right-of-way of Bishop Road, South 55 deg. 23' East, 2231.30 feet to a point at the intersection of said right-of-way of Bishop Road with the westerly right-of-way of Bay Avenue;

THENCE along said right-of-way of Bay Avenue, South 34 deg. 37' West, 1985.50 feet;

THENCE South 89 deg. 39' 10"West, 1575.69 feet;

THENCE North 34 deg. 37' East, 796.80 feet;

THENCE South 55 deg. 23' East, 330.00 feet;

THENCE North 34 deg. 37' East, 812.00 feet;

THENCE North 55 deg. 23' West, 1270.00 feet to a point along the easterly right-of-way of Farm Road 2725 for a corner of this tract;

THENCE along said right-of-way of Farm Road 2725, North 34 deg. 37' East, 1280.00 feet to the POINT OF BEGINNING.

#### Tract (b)

The Surface estate only of a Tract of land and being a Six (6) acre tract of land, more or less, out of the north end of Lot Four (4), Block JJ of the Burton and Danforth Acreage Subdivision, as shown by the map or plat of the same of record in Volume 152, Page 1, Deed Records of said County, reference to which is hereby made for all purposes, and described as follows:

Starting at a point in the center line of the Old Ingleside Highway where the center line of the 40 foot designated County Road crosses said Highway, said Road being designated 16th Str., and said point being also in the dividing line between Lots Three (3) and Four (4) in Block M of the Burton and Danforth Subdivision as shown on the map made by P. L. Telford, Lated December 9, 1909, and recorded in the Map Records of Aransas County, Texas;

THENCE in an easterly direction along the center line of said 40 foot roadway, 1020 feet to the Northwest corner of the tract herein described, said corner being at the intersection point of said 40 foot Roadway and a 60 foot Roadway designated Ingleside Avenue;

THENCE Continuing in an easterly direction 330 feet to the Northeast corner of the tract herein described;

THENCE turning 90° in a southerly direction along the boundary line between Lots 3 and 4, Block. JJ of said Burton and Danforth Subdivision, a distance of 792 feet to the Southeast corner of the tract herein described;

THENCE in a westerly direction 330 feet to the Southwest corner of the tract herein described said Southwest corner being in the center line of aforesaid Ingleside Ave.;

THENCE turning 90° and in a northerly direction 792 feet to the point of beginning, containing 6.0 acres, more or less.

### · Tract (c)

Being a tract of land situated in San Patricio County, Texas, described as portions of Lots 1, 2, and 3 in Land Block M, Burton and Danforth Subdivision in San Patricio County, Texas according to a plat recorded in Volume 1, pages 62 and 63, Map Records of Aransas County, Texas, a certified true copy of said plat being recorded in Volume 152, Page 1 of the Deed Records of San Patricio County, Texas and being more particularly described by metes and bounds as follows:

BEGINNING at a point located in the south right-of-way line of F.M. 2725, from whence the centerline of Bishop Boad bears N 34° 37' 00" E at a distance of 2620 feet, said point of beginning being the most westerly corner of Lot 3, Land Block M, Burton and Danforth Subdivision, and the most westerly corner of this tract;

THENCE N 34° 37' 00" E along the south right-of-way line of F.M. 2725, and the northwest line of Lot 3, Land Block M, Burton and Danforth Subdivision, a distance of 896.00 feet to a point for a corner of this tract;

THENCE S 55° 23' 00" E across Lot 3, Land Block M, Burton and Danforth Subdivision, a distance of 280.00 feet to a point, said point lying on the common line between Lot 2 and Lot 3, Land Block M, Burton and Danforth Subdivision, for an interior corner of this tract;

THENCE N 34° 37' 00" E along said common line between Lot 2 and Lot 3, Burton and Danforth Subdivision a distance of 384.00 feet to a point, said point lying on the south right-of-way line of a 40 foot wide dedicated roadway and on the northeast line of Land Block M, Burton and Danforth Subdivision for the most northerly corner of this tract;

THENCE S 55° 23' 00" E along the south right-of-way line of a 40 foot wide dedicated roadway and the northeast line of Land Block M, Burton and Danforth Subdivision, a distance of 630.00 feet to a point for the most easterly corner of Lot 1, Land Block M, Burton and Danforth Subdivision, and the most easterly corner of this tract, said point lying in the west right-of-way line of a 60 foot wide dedicated roadway;

THENCE S 34° 37' 00" W along the west right-of-way line of said 60 foot wide dedicated roadway and the southeast line of Lot 1, Land Block M, Burton and Danforth Subdivision, a distance of 640.00 feet to a point for a corner of this tract;

EXHIBIT A

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THENCE N 55° 23' 00" W across Lot 1 and Lot 2, Land Block M, Burton and Danforth Subdivision, a distance of 630.00 feet to a point, said point lying on the common line between Lot 2 and Lot 3, Land Block M, Burton and Danforth Subdivision, and being an interior corner of this tract;

THENCE S 34° 37' 00" W along the common line between Lot 2 and Lot 3. Burton and Danforth Subdivision, a distance of 640.00 feet to a point, said point lying on the north right-of-way line of a 40 foot wide dedicated roadway and the southwest line of Lot 3, Land Block M, Burton and Danforth Subdivision, and being the most southerly corner of this tract;

THENCE N 55° 23' 00" W along the north right-of-way line of a 40 foot wide dedicated roadway and the southwest line of Lot 3, Land Block M, Burton and Danforth Subdivision, a distance of 280.00 feet to the point of beginning, forming a tract of land embracing 15.01561 acres.

## - Tract (d)

The following described tract or parcel of land consisting of 5.207 acres, more or less, out of Farm Lot Three (3) in Land Block "O", located in Burton and Danforth Subdivision, Abstr. 184, San Patricio County, Texas, to-wit:

Commencing at the apparent physical North Corner of said Lot No. 3 herein described.

THENCE South 34 deg. 00' West with West boundary of said Lot No. 3 a distance of 470 feet to the point of the beginning. Said point being the North corner of 5.207 acre tract herein described.

THENCE South 56 deg. 00' East a distance of 280 feet to a point on the East boundary line of said Lot No. 3 for the East corner of said 5.207 acre tract.

THENCE South 34 deg. 00' West with the East boundary line of said Lot 3 a distance of 810 feet to a point marking the apparent physical South corner of said Lot No. 3 and the South corner of said 5.207 acre tract.

THENCE North 56 deg. 00' West with the South boundary line of said Lot No. 3 and the west corner of said 5.207 acre tract.

THENCE North 34 deg. 00' East with the West boundary line of said Lot No. 3 a distance of 810 feet to a point of beginning and containing in these metes and bounds 5.207 acres of land, more or less, and being a portion of the same property acquired by United Gas. Pipe Line Company by deed dated July 21, 1952, duly recorded in Vol. 177, Pages 535-536 and by correction deed dated April 24, 1967, duly recorded in Vol. 350, Pages 380-382 and by correction deed dated March 18, 1976, duly recorded in Vol. 524, Pages 337-341, and being the same land conveyed to South Gulf Management, Inc., by deed dated March 25, 1977, duly recorded in Vol. 552, Pages 1-4, all of the above instruments being recorded in the deed records of San Patricio County, Texas.



LESS AND EXCEPT the most Northerly 110 feet of said tract and comprising of .708 acre, more or less.

#### Tract (e)

Being a tract of land 610 feet by 665 feet out of the south end of Farm Lots Nos. Four (4) and Five (5), Land Block "O", of the Burton and Danforth Subdivision, according to the map or plat of said Subdivision made by P. L. Telford, Surveyor, recorded in Vol. 1, pages 62-63, Map Records, Aransas County, Texas, a certified photocopy of which recorded map being of record in Vol. 152, page 1, Deed Records, San Patricio County, Texas, to which map and the records thereof references are here made for further description of said Farm Lots; and said tract being described by metes and bounds, viz:

BEGINNING at the Southwest corner of said Farm Lot 5 which point is on the North line of a Roadway between Blocks "O" and "N" of said Subdivision, for the Southwest corner of this tract;

THENCE, in a Southeasterly direction along said North line of said Roadway a distance of 610 feet, to the present Southeast corner of said Farm Lot 4 which point is also on the West line of a Roadway between Farm Lots 3 and 4 of said Block and Subdivision, for the Southeast corner of this tract;

THENCE in a Northeasterly direction along said West line of said Roadway a distance of 665 feet to the Southeast corner of tract conveyed to United Gas Pipe Line Company by Warranty Deed dated May 6, 1967, recorded in Vol. 351, page 428, Deed Records of San Patricio County, Texas, for the Northeast corner of this tract;

THENCE in a Northwesterly direction along the South line of said tract conveyed to United Gas Pipe Line Company, a distance of 610 feet to the West line of said Farm Lot 5, for the Northwest corner of this tract;

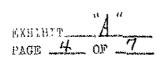
THENCE in a Southwesterly direction along the West line of said Farm Lot 5, a distance of 665 feet to the PLACE OF BEGINNING.

#### Tract (f)

A tract or parcel of land located in San Patricio County, Texas, described more particularly as follows, to-wit:

Beginning at the Northwest corner of Lot Four (4), Block N, of the Burton and Danforth Subdivision as shown by map recorded in Vol. 1 at pages 62-63 in the Map Records of Aransas County, Texas, a certified photostatic copy of which is filed in the Deed Records of San Patricio County in Vol. 152 at page 1, said point being the South line of Bishop Road;

THENCE, South 55 Deg. 23 Min. East, 280 feet to the Northeast corner of said lot in the West line of State F.M. Road No. 2725;



THENCE, South 34 Deg. 37 Min. West, 640 feet along the East line of said lot and the West line of said F.M. Road No. 2725 to the Southeast corner of this tract;

THENCE, North 55 Deg. 23 Min. West, 280 feet to the Southwest corner of this tract in the West line of said

THENCE, North 34 Deg. 37 Min. East, 640 feet along the West line of Lot 4 to the point of beginning.

Save and except the following described portion of the above described property, to-wit:

BEGINNING at a point in the West line of State F.M. Road No. 2725 and the East line of Lot 4, Block N of Road No. 2725 and the East line of Lot 4, Block N of the Burton and Danforth Subdivision as shown by map records in Vol. 1 at pages 62-63 of the Map Records of Aransas County, Texas, a certified photostatic copy of which is filed in the Deed Records of San Patricio County, Texas, in Vol. 152, at page 1, said Point of Beginning bears South 34 Deg. 37 Min. West, 484.42 feet from the Northeast corner of said Lot 4, Block North;

THENCE, North 55 Deg. 23 Min. West, 280 feet parallel to the North line of said Lot 4 to the Northwest corner of this tract in the West line of said Lot 4, Block N;

THENCE, South 34 Deg. 37 Min. West, 155.58 feet with the West line of said Lot 4 to the Southwest corner of this tract;

THENCE, South 55 Deg. 23 Min. East, 280 feet parallel to the North line of Lot 4 of said Block N to the Southeast corner of this tract in the East line of said Lot 4 and the West line of F.M. Road No. 2725;

THENCE, North 34 Deg. 37 Min. East, 155.58 feet with the East line of Lot 4 and the West line of F.M. Road No. 2725 to the point of BEGINNING, containing one (1) acre of land.

# Leases, Easements and Permits

1. Lease Agreement dated March 26, 1979, from Coast Materials, Inc., as Lessor, to Uni Pipeline Company, as Lessee, covering the following described land situated in San Patricio County, Texas:

Being located on Red Fish Bay and BEGINNING at a point in the centerline of Ocean Drive, at 80 foot roadway opposite the Southeast corner of Lot Two (2), Bay Block Eight (8), as shown by map prepared by P. L. Telford dated December 9, 1909 and recorded in the Map Records of Aransas County, Texas, in Volume 1 at pages 52-63, a certified photostatic copy of which is filed in the Deed Records of San Patricio County, Texas, in Volume 152 at page 1, said point being in the Southeasterly projection of the South line of said Lot Two (2), Bay Block Eight (8) of said subdivision;

HIBIT . "A"

PAGE 5 OF 7

CERTIFICATE OF CLOALITY AND AUTHENTICITY OFFICIAL PUBLIC ESCAPES OF REAL PROPERTY

I. PATTER MALEY, County clark of Nan Datricia County, Towar, do hereby certify that the microfilmine of the images between the Intic page and the Certificate of Legality and Automorphy in Book in Still amorphism with Arricle 1985;; Orlean's Towas Civil Stateber, and that it is used to Store, outford and exact copy of the peak of pages of the legal of state instrument of within a page of the peak of the fact and the line stands of the second of th

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. Jeage identification No. Within My hand and deal, of office; this the 9th day of December 18.83.

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San Partions County Clock





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THENCE, N. 17° 16' 57" E., 345.7 feet along the centerline of Ocean Drive to a corner;

THENCE, N. 15° 24' 14" E., 349.46 feet along said centerline of Ocean Drive to a corner;

THENCE, N. 18° 04' 37" E., 344.24 feet along said centerline of Ocean Drive to a corner;

THENCE, N. 29° 15' E., 331.45 feet along said centerline of Ocean Drive to the Northwest corner of this tract;

THENCE, S. 55° 23' E., 270.01 feet with the Southeasterly projection of the North line of Lot Three (3), Bay Block Seven (7) of said subdivision to the shore of Red Fish Bay for the Northeast corner of this tract;

THENCE, with the shore of Red Fish Bay, S. 30° 06' 42" W., 331.02 feet;

THENCE, continuing with said shoreline, S. 32° 32' 03" W., 330.02 feet;

THENCE, along said shoreline, S. 32° 17' 15" E., 59.81 feet;

THENCE, along said shoreline, S. 16° 46' 10" W., 308.88 feet to a corner of this tract;

THENCE, along said shoreline, S. 23° 50' 07" W., 340.40 feet to the Southeast corner of this tract in the Southeasterly projection of the South line of Lot Two (2), Bay Block Eight (8) of said subdivision;

THENCE, N. 55° 23' W., 170.01 feet along said projection of the South line of said Lot Two (2) to the POINT OF BEGINNING, SAVE AND EXCEPT the East one-half (1/2) of Ocean Drive, an 80 foot roadway dedicated to the public use as such, containing 6.764 acres (including roadway), more or less, 5.505 acres, more or less, excluding one-half (1/2) roadway;

SAVE AND EXCEPT, however, the following:

Beginning at a point in the center line of Ocean Drive where the center line of Sunray Road, a forty (40') foot county road, crosses said center line of Ocean Drive as shown by Burton and Danforth Subdivision map recorded in Vol. 1 at pages 62-63 of the map records of Aransas County, Texas, a certified photostatic copy of which is recorded in the Deed Records of San Patricio County, Texas, in Vol. 152, at page 1,

THENCE N. 18 deg. 4 min. 37 sec. East, 156.47 ft. along the center line of said Ocean Drive, an 80-foot roadway to the Northwest corner of this tract;

THENCE S. 55 deg. 25 min. East 218.55 feet to the shoreline of Redfish Bay for the Northeast corner of this tract;

THENCE S. 32 deg. 32 min. 3 sec. West, 150.1 feet with the shoreline of Redfish Bay;

THENCE S. 23 deg. 17 min. 15 sec. East, 59.47 feet along the shoreline;

THENCE S. 16 deg. 46 min. 10 sec. West, 308.88 feet along the shoreline;

THENCE S. 23 deg. 50 min. 7 sec. West, 340.40 feet along the shore to the Southeast corner of this tract;

THENCE N. 55 deg. 23 min. West, 170.17 feet to the Southwest corner in the center line of Ocean Drive;

THENCE N. 17 deg. 16 sec. 57 min. East, 345.70 feet with the center line of Ocean Drive to a corner;

THENCE N. 15 deg. 24 min. 14 sec. East, 349.46 feet along the center line of Ocean Drive to the point of beginning, containing 3.74 acres, save and except the East one-half (1/2) of Ocean Drive embraced within the above metes and bounds.

- 2. Pipeline Easement datad March 23, 1978, from Bugh C. Jackson to Uni Pipe Line Inc., covering a portion of Lot 4, Block B-B and Lots 3 and 4, Block A-A of the Burton and Danforth Subdivision, San Patricio County, Texas.
- 3. Pipeline Easement dated March 17, 1978, from Dorothy Gathings to Uni Pipe Line, Inc., covering a portion of Lots 1, 2 and 3, Block "U" and Lot 3, Block "T" of the Burton and Danforth Subdivision, San Patricio County, Texas.
- 4. Pipeline Easement dated March 20, 1978, from Florence I. Duphorne to Uni Pipe Line, Inc., covering a portion of Lots 2 and 3, Block A-A of the Burton and Danforth Subdivision, San Patricio County, Texas.
- 5. Pipeline Resolution of the Commissioner's Court of San Patricio County, Texas dated April 28, 1978, authorizing Uni Oil, Inc. to lay, construct, maintain and operate pipelines under, through, across and along certain public roads and highways.
- 6. Permit No. 1191 dated January 19, 1978, issued by the State Department of Highways and Public Transportation of the State of Texas to Uni-Oil, pertaining to a pipeline across State Highway No. 361, San Patricio County, Texas.
- 7. Permit No. 1216 dated February 15, 1978, issued by the State Department of Highways and Public Transportation of the State of Texas to Uni Pipe Line, Inc., pertaining to a pipeline across F.M. No. 2725.

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EXHIBIT 'B"

SPECIAL WARRANTY DEED FROM PODA MANAGEMENT, EST., TRUSTEE TO AMERICAN ENERGY LEASING, INC.

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- 1. Tracts (a), (b) and (d) are subject to all prior reservations, conveyances or leases of oil, gas and other minerals or royalty interests therein to the extent, and only to the extent, that same are in force and effect and of record in the Office of the County Clerk of San Patricio County, Texas.
- 2. Tract (a) is subject to Easement dated April 19, 1978, from Uni Oil, Inc. to Central Power & Light Co., recorded in Volume 586, Page 59 of the Deed Records of San Patricio County, Texas.
- 3. Tract (a) is subject to Lease Agreement dated October 1, 1958, from R. D. Brashear, et al, to Lee Garza, recorded in Volume 238, Page 397 of the Deed Records of San Patricio County, Texas.
- 4. Tract (a) is subject to that certain Agreement dated February 2, 1965, from Brashear-Irwin Industries, Inc. to T. L. Bishop, recorded in Volume 311, Page 124 of the Deed Records of San Patricio County, Texas.
- 5. Tract (a) is subject to the terms, conditions and stipulations of the reservation of fee title to a certain fresh water line along with the easement for developing and maintaining same as set out in Deed dated June 22, 1968, from Brashear Industries, Inc. to L. V. Elliott, Trustee, recorded in Volume 372, Page 161 of the Deed Records of San Patricio County, Texas.
- 6. Tract (a) is subject to the terms and provisions of that certain instrument dated October 25, 1977, from Mark T. Vanjavich, et al to T. Michael Hajecate, et al, recorded in Volume 567, Page 469 of the Deed Records of San Patricio County, Texas.
- 7. Tract (a) is subject to Easement dated February 8, 1979, from Uni Oil Co. to Central Power & Light Co., recorded in Volume 607, Page 299 of the Deed Records of San Patricio County, Texas.

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